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-and-

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ATTORNEYS FOR  
THE GENERAL PARTNERS LISTED ON SCHEDULE 1

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	
	)	Chapter 11
GSC GROUP, Inc., <u>et al.</u> , <sup>1</sup>	)	
	)	Case No. 10-14653 (AJG)
Debtors.	)	
	)	(Jointly Administered)
	)	
	)	
	)	

**VERIFIED STATEMENT OF LATHAM & WATKINS LLP  
PURSUANT TO FED. R. BANKR. P. 2019(a)**

Latham & Watkins LLP (“Latham”) hereby makes the following verified statement (“Verified Statement”) pursuant to rule 2019(a) of the Federal Rules of Bankruptcy Procedure in connection with its representation of multiple parties in interest in connection with the above captioned chapter 11 cases:

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s federal tax identification number, are: GSC Group, Inc. (6382), GSCP, LLC (6520), GSC Active Partners, Inc. (4896), GSCP (NJ), Inc. (3944), GSCP (NJ) Holdings, L.P. (0940), GSCP (NJ), L.P. (0785), and GSC Secondary Interest Fund, LLC (6477).

1. Latham has already appeared in these cases on behalf of Black Diamond Capital Management, L.L.C. (“BDCM”).

2. Latham now appears in these cases on behalf of the parties listed on Schedule 1 hereto (“the General Partners”).

3. Debtor GSCP (NJ) Holdings, L.P. was the beneficial owner of the economic interests of each of the General Partners, either directly or indirectly and, on information and belief, the General Partners contracted with debtor GSCP (NJ), L.P. for certain management services.

4. On July 26, 2011, the above-captioned debtors (the “Debtors”) consummated the sale of certain assets, including the Debtors’ ownership in each of the General Partners, to GSC Acquisition Holdings, L.L.C., an affiliate of BDCM.

5. Each of the General Partners may hold claims against and/or interests in the above captioned debtors (the “Debtors”) arising out of applicable agreements, law or equity pursuant to their relationship with the Debtors.

6. Each of the General Partners has requested that Latham represent them in connection with the Debtors’ chapter 11 cases.

7. Upon information and belief, neither Latham nor any of its employees or members assert any claims against the Debtors, or hold interests of the Debtors.

8. The undersigned hereby verifies under oath that this Verified Statement is true and accurate, to the best of the undersigned’s knowledge and belief. Latham reserves the right to revise and supplement this statement.

Dated: New York, New York  
October 4, 2011

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By: /s/Douglas Bacon  
Attorney for: the parties listed on Schedule 1

**Schedule 1**

GSC Recovery IIA GP, L.P.  
GSC Recovery III GP, L.P.  
GSC RIIA, LLC  
GSC RIII, LLC  
GSC European Mezzanine GP, L.L.C.  
GSC European Mezzanine Investors, L.P.  
GSC European Mezzanine Offshore GP, Ltd.  
GSC New Offshore GP, L.P.  
GSC European Mezzanine II GP, L.L.C.  
GSC European Mezzanine Investors II, L.P.  
GSC European Mezzanine Offshore II GP, Ltd.  
GSC New Offshore II GP, L.P.  
GSC RII, LLC  
GSC Recovery II GP, L.P.